

Reasoned statement of the Nomination Committee in respect of the AGM of Inwido AB on 16 May 2024

The Nomination Committee of Inwido consists of Chairman Jan Särllvik, Fjärde AP-Fonden, Bo Lundgren, Swedbank Robur Fonder, Charlotta Faxén, Lannebo Fonder and Per Bertland, Chairman of the Board.

Shareholders have been able to contribute suggestions to the Nomination Committee via e-mail. No suggestions have been received.

The Nomination Committee proposes that the number of Board members shall be five (without elected deputies), that Per Bertland, Kerstin Lindell, Henriette Schütze, and Anders Wassberg are re-elected and that Mikael Jonson is elected as new board member. Christer Wahlquist has declined re-election. The Nomination Committee proposes that the current Chairman of the Board be elected Chairman of the Board also for the coming year.

Mikael Jonson was born in 1957 and graduated as a civil engineer. He has been a senior executive in several listed and unlisted companies and has broad experience as a board member in several different companies and industries. He also has experience from the window industry as he was a board member of West Coast Windows from 2012-2015, a company that has been part of the Inwido group since 2022. Mikael Jonson is today chairman of the board of four unlisted companies, PanLink AB, AP&T Group AB, Next Step Dynamics AB and Väderstad AB, and a board member of one unlisted company. The Nomination Committee makes the assessment that, Mikael Jonson with his broad experience as operational leader and board member will be a considerable asset for the Board of Directors in its continued work.

The Nomination Committee has, during its work in respect of the AGM, taken into account the strategic issues that the Board and the company are facing the years to come and based the assessment of the Board's composition and size on this. The Nomination Committee has discussed the requirements that should be imposed the Board members, including the requirement of independent members, and taken into account the number of board assignments in other companies of each Board member. In particular the strategy, objectives and requirements that the future direction of Inwido will impose on the Board have been observed. The Nomination Committee has, in respect of its proposal, also taken into account and followed the recommendations set forth in the Swedish Code of Corporate Governance (the "Code").

The Nomination Committee have applied rule 4.1 of the Code as diversity policy in the development of the proposal for Board members and is of the opinion that the proposal entails a Board composition that will continue to display such diversity and breadth in terms of competence, experience and background as is necessary with respect to the company's situation, strategic development and future direction. In respect of the matter of gender equality between the Board members, the Nomination Committee concludes that if the AGM resolves in accordance with the Nomination Committee's proposal, 40 per cent of the Board members will be women.

Finally, the Nomination Committee has concluded that the proposed Board meets applicable requirements regarding independence. All of the members have been considered independent in relation to the company and the senior executives, as well as in relation to the major shareholders of the company.

The registered auditing company KPMG AB was Inwido's auditor when Inwido was listed in 2014 and has been re-elected since then. The Audit Committee of Inwido has made out a procurement procedure where discussions and negotiations have been carried out with four audit companies. After the procurement, two main candidates remained, re-election of KPMG AB or new election of Ernst & Young AB. The Audit Committee's recommendation is a new election by the registered auditing company Ernst & Young AB, mainly because KPMG AB has been Inwido's auditor since the listing in 2014 and several years before the listing. The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, new elections of Ernst & Young AB for a mandate period of one year.

The Nomination Committee of Inwido AB (publ)
